

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11
BIG LOTS, INC., <i>et al.</i> ¹	Case No. 24-11967 (JKS)
Debtors.	(Jointly Administered)
	Re: D.I. 2178

**CERTIFICATION OF COUNSEL REGARDING NOTICE OF FILING OF EIGHTEENTH
POST-CLOSING DESIGNATION NOTICE**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certify as follows:

1. On January 2, 2025, the Bankruptcy Court entered the *Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Claims, Liens, Rights, Interests, Encumbrances, and Other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [D.I. 1556] (the “**Sale Order**”).²

2. On March 5, 2025, pursuant to the Sale Order, the Debtors filed the *Notice of Filing of Eighteenth Post-Closing Designation Notice* [D.I. 2178] (the “**Notice**”). Attached as

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms not defined herein are used as defined in the Sale Order.

Exhibit A to the Notice was the *Notice of Designation of Designated Asset* from Gordon Brothers Retail Partners, LLC (“**GBRP**”) that designated five of the Debtors’ unexpired leases of nonresidential real property (the “**Leases**” on the “**Lease Schedule**”) for assumption by the Debtors and assignment to Forman Mills Inc. (“Forman Mills”), and identified the landlord associated with each Lease (collectively, the “**Landlords**”).

3. Attached as Exhibit C to the Notice was a proposed form of order (the “**Proposed Order**”) approving the assumption and assignment for the Leases scheduled on the Lease Schedule and fixing the Cure Costs at the amounts set forth on Exhibit B to the Notice.

4. Pursuant to the Notice, objections to the assumption and assignment of the Leases were to be filed no later than March 20, 2025, at 4:00 p.m. (ET).

5. On March 19, 2025, Madeira Plaza Power, LLC filed the *Objection of Madeira Plaza Power, LLC to Eighteenth Post-Closing Designation Notice* [D.I. 2292], relating to Store #1754, located at 3215 N. 5th Street Highway, Reading, PA (the “**Madeira Objection**”).

6. On March 19, 2025, 1255 Sunrise Realty, LLC filed *Objection of 1255 Sunrise Realty, LLC to Debtors’ Proposed Assumption and Assignment of its Unexpired Lease in Eighteenth Post-Closing Designation Notice* [D.I. 2293], relating to Store #1753, located at 1255 Sunrise Highway, Copiague, NY (the “**Sunrise Objection**”).

7. On March 20, 2025, Plaza at Speedway LLC filed the *Objection and Reservation of Rights of Plaza at Speedway LLC to Debtors’ Proposed Assumption and Assignment of Lease* [D.I. 2313], relating to Store #5331, located at 6121 Crawfordsville Rd., Speedway, IN (the “**Speedway Objection**”).

8. The Debtors, GBRP and Forman Mills did not receive comments or objections, formally or informally, from the landlords for the remaining Leases (the “**CNO Leases**”).

9. The Madeira Objection was overruled at the March 25, 2025, omnibus hearing, and the parties are working on finalizing a side letter. The Sunrise and Speedway Objections are still pending.

10. The deadline to object to the assumption and assignment of the leases to Forman Mills has now passed, and the Debtors, GBRP and Forman Mills now request that the Court enter the Proposed Order solely with respect to the CNO Leases.

11. The Proposed Order also reflects revisions to paragraph 7 in accordance with the Court’s comments at the status conference on March 12, 2025, regarding FF&E and any property owned by the Landlords. The revised Proposed Order with a modified lease schedule reflecting only the CNO Leases is attached as **Exhibit 1** hereto. For the convenience of the Court and all parties in interest, a redline comparing the Proposed Order to the Proposed Order filed with the Notice is attached hereto as **Exhibit 2**.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order at its earliest convenience.

Dated: March 28, 2025
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Sophie Rogers Churchill

Robert J. Dehney, Sr. (No. 3578)
Andrew R. Remming (No. 5120)
Daniel B. Butz (No. 4227)
Tamara K. Mann (No. 5643)
Sophie Rogers Churchill (No. 6905)
1201 N. Market Street, 16th Floor

Wilmington, DE 19899-1347

Tel.: (302) 658-9200

Facsimile: (302) 658-3989

rdehney@morrisnichols.com

aremming@morrisnichols.com

dbutz@morrisnichols.com

tmann@morrisnichols.com

srchurchill@morrisnichols.com

-and-

DAVIS POLK & WARDWELL LLP

Brian M. Resnick (admitted *pro hac vice*)

Adam L. Shpeen (admitted *pro hac vice*)

Stephen D. Piraino (admitted *pro hac vice*)

Ethan Stern (admitted *pro hac vice*)

450 Lexington Avenue

New York, NY 10017

Tel.: (212) 450-4000

brian.resnick@davispolk.com

adam.shpeen@davispolk.com

stephen.piraino@davispolk.com

ethan.stern@davispolk.com

Counsel to the Debtors and Debtors in Possession